

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et. al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)  
Jointly Administered

Objection deadline: 10/8/2009 at 4:00 p.m.

**FORTY-NINTH MONTHLY FEE APPLICATION OF PROTIVITI  
INC. AS DEBTORS' SARBANES OXLEY COMPLIANCE  
ADVISORS FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR JULY & AUGUST 2009**

Name of Applicant:	<u>Protiviti Inc.</u>
Authorized to Provide Services to:	<u>Debtors</u>
Date of Retention:	Order dated November 17, 2003, <u>nunc pro tunc</u> to June 30, 2003
Period for which compensation and reimbursement is sought:	July 17 through August 31, 2009
Amount of Compensation sought as actual, reasonable and necessary	\$25,080.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary	\$3,236.54
This is a(n):	<u>X</u> interim <u>     </u> Final application

Prior applications: None.

Local Form 102  
(Page 1 of 3 Pages)**TIMEKEEPER SUMMARY**

Name of Professional	Position of the Applicant / Number of Years Experience in Profession	Hourly Billing Rate	Total Hours Billed	Total Compensation
Uto Akah	Senior Consultant / 5 Years	\$120	208.0	\$24,960.00
Andrew Struthers-Kennedy	Associate Director / 8 Years	\$240	0.5	\$120.00
		<b>Totals</b>	<b>208.5</b>	<b>\$25,080.00</b>

Local Form 102  
(Page 2 of 3 Pages)

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category (Examples)</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery	0	0
Asset Disposition	0	0
Business Operations	0	0
Case Administration	0	0
Claims Administration and Objections	0	0
Employee Benefits/Pension	0	0
Retention of Professionals	0	0
Fee Applications	0	0
Fee Application Objections	0	0
Financing	0	0
Security Issues	0	0
Litigation	0	0
Plan and Disclosure Statement	0	0
Relief from Stay Proceedings	0	0
Other (Explain)	208.5	\$25,080.00
• Sarbanes Oxley Compliance Services		
Other (Explain)	0	0
Accounting/Auditing	0	0
Business Analysis	0	0
Corporate Finance	0	0
Data Analysis	0	0
<b>Total</b>	<b>208.5</b>	<b>\$25,080.00</b>

Local Form 102  
(Page 3 of 3 Pages)EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Transportation	N/A	\$260.30
Lodging	N/A	\$1,706.64
Sundry	N/A	\$0
Business Meals / Entertainment	N/A	\$768.00
Technology Usage/Knowledge Capital	N/A	\$501.60
<b>Total Expenses</b>		<b>\$3,236.54</b>

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**CERTIFICATION OF SCOTT LALIBERTE**

I, Scott Laliberte, hereby certify that:

1. I am a managing director with Protiviti Inc. ("Protiviti"). Protiviti was retained by W.R. Grace & Co. and the other above-captioned debtors (collectively, the "Debtors") as Sarbanes Oxley Compliance Advisors for the Debtors pursuant to Section 327(a) of Title 11 of the United States Code, 11 U.S.C. § 101 and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure. The nature and scope of Protiviti's services are described in the *Monthly Fee Application of Protiviti Inc., Sarbanes Oxley Compliance Advisors for the Debtors, For Allowance of Compensation and Reimbursement of Expenses for July & August 2009* (the "Application"), which is being submitted contemporaneously with this Certification to this Court. This Certification is made in support of the Application and in compliance with the *Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures/or Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* (the "Amended Administrative Order").

2. I have read the Application and I certify as follows:

(a) The expenses for which reimbursement is requested by Protiviti in the Application are reasonable and were necessary and incidental to the services performed by and for the Debtors.

(b) To the best of my knowledge, information, and belief, formed after

reasonable inquiry, except as expressly stated to the contrary, the Application complies with the mandatory provisions set forth in the Amended Administrative Order.

(c) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Administrative Procedures Guidelines.

(d) The fees and disbursements for which reimbursement is sought in this Application are billed at rates and in accordance with practices customarily employed by Protiviti and generally accepted by the clients of Protiviti.

(e) Protiviti does not make a profit on the expenses for which it seeks reimbursement in the Application.

(f) In charging for a particular service, Protiviti does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment, or capital outlay.

(g) In seeking reimbursement for a service, which Protiviti justifiably purchased from a third party, Protiviti requests reimbursement only for the actual amount billed to Protiviti by the third party vendor and paid by Protiviti to such vendor.

  
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Scott Laliberte

Dated: 9/14/09

Philadelphia, PA